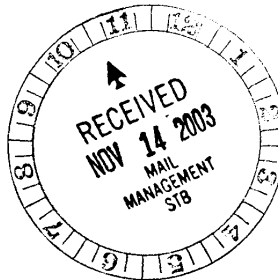


## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588



**VIA UPS NEXT DAY AIR**

November 13, 2003

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

RECORDATION NO. 21646-B FILED

NOV 17 '03 12:19 PM

SURFACE TRANSPORTATION BOARD

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated October 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed on this date with the Commission under Recordation Number 21646.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Iowa Interstate Railroad  
800 Webster Street  
Iowa City, IA 52240

A description of the railroad equipment covered by the enclosed document is twenty-five (25) Gunderson-built, 48 ft. "Husky-Stack" COFC marked NOKL 210000-210024.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska  
Manager of Documentation

Enclosures

(IAIS010)

ASSGN. NO.: IAIS010

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 30th day of OCTOBER, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Iowa Interstate Railroad ("Lessee"), an Iowa corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 1, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2003 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 30th day of October, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

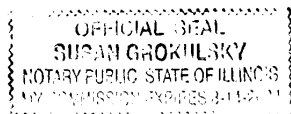
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of October, 2003

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



RECORDATION NO. 21646-B FILED

NOV 17 '03 12:19 PM

SURFACE TRANSPORTATION BOARD

**LESSEE:**

IOWA INTERSTATE RAILROAD

By: *Dennis H. Miller*

Name: Dennis H. Miller

Title: Exec. Vice President

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 24<sup>th</sup> day of October, 2003.

[CORPORATE SEAL]

STATE OF Iowa

COUNTY OF Johuson

I, CAROLYN LEE YOUNG, a Notary Public of the County and State  
aforesaid, certify that DENNIS H. MILLER personally appeared before me this day  
and acknowledged his due execution of the foregoing Memorandum of Lease.

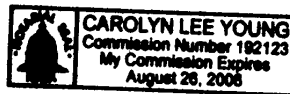
WITNESS my hand and official stamp or seal, this 24 day of October, 2003.

*Carolyn Lee Young*  
Notary Public

Commission Expires:

8-26-06

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: Gunderson built 48 ft. "Husky-Stack" COFC

CAR NUMBERS: See below:

NOKL 210000  
NOKL 210001  
NOKL 210002  
NOKL 210003  
NOKL 210004  
NOKL 210005  
NOKL 210006  
NOKL 210007  
NOKL 210008  
NOKL 210009  
NOKL 210010  
NOKL 210011  
NOKL 210012  
NOKL 210013  
NOKL 210014  
NOKL 210015  
NOKL 210016  
NOKL 210017  
NOKL 210018  
NOKL 210019  
NOKL 210020  
NOKL 210021  
NOKL 210022  
NOKL 210023  
NOKL 210024  
Count: 25